

HM #39 "Awaken the Serpent"
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FADE IN:

EXT. DARK HEMISPHERE - SEMI-DARKNESS

KING HISS and the SNAKE MEN (RATTLOR, SSSQUEEZE, KOBRA KHAN, TUNG LASHOR) arise from a crevice onto a MOUNTAIN PEAK...

CLOSE ON HISS - as he looks out dramatically.

Hiss
It is time.

CAMERA ADJUSTS - TO REVEAL -- HISS is looking at SNAKE MOUNTAIN -- looming in the near distance.

KING HISS activates the MEDALLION OF ASPIS...<<some cool way of activating...>>

DRAMATIC ANGLE - ...and it bathes Snake Mountain in huge energy. Snake Mountain starts to SHUDDER and SHAKE!

INT. SNAKE MOUNTAIN THRONE ROOM - cont.

SKELETOR and his minions -- TRAPJAW, TRI KLOPS, EVIL-LYN, MERMAN -- are getting rocked by falling rubble and rocks, as if the mountain is caving in on them. CAMERA SHAKES.

EVIL-LYN'S STAFF gets knocked from her hands and crushed under a falling boulder. WHIP PAN - PANTHOR - ROARS in alarm.

MERMAN dives into the pool and takes off.

SKELETOR - ducking falling debris, points his staff -- shoots a MAGIC BLAST -- and a secret entranceway opens -- revealing a stairway leading downward.

Skeletor
To the lower levels!

INT. eternian PALACE - same time

KING RANDOR is indicating a HUGE CHEST containing a large assortment of royal swords (some fanciful, some plain, from various eras). ADAM looks at them aghast. Nearby is a sharpening wheel. CRINGER lounges nearby.

Adam
You want me to sharpen *all* those?

SHARPENER in fg. - RANDOR picks up a sword, sharpens it in on

the wheel to demonstrate. COOL SPARKS shoot off around him.

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Ext. dark hemisphere

DRAMATIC - HISS - with sinister delight, watches as Snake Mountain continues to shudder & shake, amid fierce FX.

Hiss

The transformation has begun...
Arise, Aspis. Arise so that all may
cower before your fierce power.

ANGLE - Amid ominous and breathtaking FX, Snake Mountain TRANSFORMS into 3 headed version, then COMES ALIVE into a three-headed impossibly huge mythical snake creature: ASPIS!

ASPIS - arches upward and lets out an unearthly ROAR -- as the mountain below him crumbles & caves in.

CLOSE ON HISS'S EYES -- Aspis's roaring form reflected in them, as his face glows with sinister delight!

Int snake mountain, BEASTMAN'S MENAGERIE - same time

It's dark, shadowy. BOULDERS and DEBRIS everywhere -- much of the mountain has caved in. A few ROCKS and BOULDERS still raining down -- then, all grows quiet.

SKELETOR's eyes glow red in the darkness, eerily lighting his visage. In b.g is rubble & mangled cages of BM's menagerie -- A FEW BEASTS (a Serpinataur, a Shadowbeast among them) can be seen as well. Alarmed Roars & squeals FX.

Skeletor King randor

Many an afternoon of my youth was
spent doing this very same job.

ADAM picks up a sword and starts to sharpen it...as RANDOR continues to speak. COOL SPARKS shoot past.

Randor

Learning to concentrate on a task
and following it to completion is
going to serve you well when you one
day become king.

ADAM - suddenly has his attention pulled away by an urgent VO from the SORCERESS -- her voice raised and urgent.

Sorceress - vo

(voice raised and urgent)

Adam, you must gather the Masters --

A great evil is about to unfold.

ADAM stops sharpening, puts down the sword -- leaning it against the chest <<story point for Act 2>> then hurries off.

Adam
Uh, just remembered -- have to feed
Cringer.

CRINGER - surprised, follows Adam.

HOLD ON RANDOR - ire and frustration in his face. **EXT. PALACE**
- seconds later

ADAM slips around a corner -- Cringer follows -- checks to see he's unseen, then lifts his sword and intones:

Adam/he-man
By the power of Grayskull/I have the
Power!

...and TRANSFORMS TO SNAKE-ARMOR HE-MAN.

HE-MAN zaps Cringer who TRANSFORMS to BATTLECAT

SKELETOR
(seething) Whoever is behind this
will perish a thousand deaths.

TRAPJAW - amid huge boulders and rubble piled -- as if a mountain had crumbled on them -- which it had. Looks around.

CLOSE ON TRI-KLOPS in a shadowy area, amid rubble, sniffs.

TRI KLOPS scowls.

Ext. dark hemisphere - soon

MOVING - MAA, TEELA, FISTO and MEKANEK on SKY SLEDS....HE-MAN below, upon BATTLECAT -- race thru the landscape.

Teela
What are we after, He-Man?

HE-Man
I suspect King Hiss is finally
unleashing his secret weapon...
whatever that is.

ON MAA - looking determined.

Man at arms
One thing certain where Hiss is
involved: expect the unexpected.

MEKANЕК - head raised, sees something in the distance.

Mekanek
Uh, you're right about that.

MEK POV - Aspis in the distance -- thundering their way.

MASTERS and HE-MAN - now they all see it. They REACT stunned.

Fisto
(awe) What in Eternia...?

TeeLA
(awe) It's...as if Snake Mountain
had come alive.

ANGLE - ASPIS - thunders in their direction, crushing
anything in its path. It has no legs, but as it moves
forward it burrows/plows a path through the ground.

HE-MAN signals all to halt, urgently...

He-man
We need to stop it before it reaches
a populated area.

MAA sees two hilly peaks up ahead -- on either side of an
area the creature is heading towards.

Maa
Those two peaks! Battle positions.

ANGLE - MASTERS fly up on their sky sleds and land on
opposite peaks....TEELA & FISTO on one, MAA & MEKANЕК on the
other -- they remain on their sky sleds.. <NOTE: The area
they're on is somewhat adjacent to a valley where we'll later
see, there's a SMALL VILLAGE below.>

LOW ANGLE - HE-MAN stays on BattleCat on the ground -- sword
raised to challenge Aspis.

ASPIS - comes rampaging closer. Sees He-Man, pauses & ROARS.

HE-MAN swings his sword thru the air -- whoosh whoosh!

ASPIS - rears up and ROARS. It's now between the two peaks.

FAVOR MAA - sitting on his sky sled on one of the two hilly
peaks, calls out:

Man at arms

Fire!

MASTERS - from opposite peaks (MAA and MEKANЕК on one, TEELA and FISTO on the other) fire upon Aspis with lasers, etc...getting the creature in a cross-fire...

ANGLE - At the same time -- HE-MAN charges at Aspis.

ASPIS - LASERS bounce off him. He's way too powerful. His snake torso SMASHES down on the ground, sending He-Man flying.

ASPIS - lets out a huge MOUTHFUL OF LAVA at MAA and MEKANЕК on their hilly peaks....

MAA and MEK fly clear -- just barely...their sky sleds getting sizzled by lava -- as the rocky peak they were on winds up a melted lump. <<They touch down roughly OS>>

ANGLE - FISTO comes flying off the other peak -- his huge FIST poised to punch. TEELA hangs back and calls out.

Teela

Uncle, no!

ONE OF ASPIS'S HEADS - spots FISTO sailing towards it....and opens its fierce mouth and CHOMPS down. It catches FISTO'S sky sled in it. Fisto tries to leap clear, but his fist gets caught in the creature's mouth. It chomps down on it. <<it's like Fisto and his fist is like a tiny lollipop in a huge pit bull's mouth>>

Fisto

<pained CRY>

ANGLE - head #2 of Aspis circles around, mouth wide open -- set to devour Fisto! (it's only Fisto's fist that's inside the jaw of head #1)

ON TEELA - alarmed, swoops down on her Sky Sled.

HE-MAN comes leaping at the creature's 2nd head and WHOMPS it with his sword..distracting it a bit, so that...

AT SAME TIME - TEELA swoops down on her Sky Sled and pulls Fisto free from the other mouth and swoops him off to safety.

As HE-MAN lands, ASPIS ROARS & lets loose a blast of lava from his mouth at He-Man.

HE-MAN holds up his expanding shield & the lava is deflected around him even as he's WHOMPED backwards by the force of it.

ANGLE - HE-MAN - whomped 20 feet back and imbedded partially in the ground -- dazed.

ASPIS thrashes about, smashing his tail down. CAMERA SHAKES.

A NEARBY MOUNTAIN TOP - A cackling KING HISS and his SNAKE MEN are perched upon it.

King hiss
Behold the power of the snake god!

TEELA & FISTO -- on the ground now, hanging onto whatever they can, as Aspis's tail smashes make the ground shake...

HISS - bellows boastfully.

King hiss
With Cerpos at my command, I shall
rule the planet once again.

HE-MAN starts to get up -- as the ground continues to shake.

He-man
You will rule nothing, Hiss. And
when I'm done with you, you will be
nothing.

HE-MAN gets up and starts charging towards Hiss -- trying to keep his balance on the shaking ground.

HISS - lifts his Scepter and lets loose a blast.

Hiss
Such bold words.

HE-MAN gets knocked back by the fierce Scepter blast.

ON HISS - smirking sinisterly.

Hiss
Perhaps you will feel
differently...after Aspis destroys
the Palace of Eternia!

ASPIS - rears up and unleashes 3 vast torrents of LAVA (from each head) towards He-Man...even as the creature charges OS.

BATTLECAT leaps thru the air...and HE-MAN leaps upward, mounting BATTLECAT mid-air -- and Battlecat's momentum carries He-Man to a safe elevated spot....even as the fierce torrent of LAVA pours down the side of the rocky terrain <&and towards a valley below.>>

ON HIS MOUNTAIN TOP - HISS watches with delight...not seeing

as MAA and MEKANEK circle around the side of where Hiss and the Snake Men are perched.

HISS spots them, at the last second and holds out his scepter...but too late to fire as...

THE MASTERS - fire BLASTS...

ANGLE - ON HISS'S MOUNTAIN TOP - debris and smoke fill frame from the furious barrage of blasts....

ANGLE - when the SMOKE CLEARS, the Snake Men are gone.

MEKANEK - puzzled.

MEKANEK
Where'd they go?

FISTO joins them, looks over the pockmarked crevice-laden terrain with a scowl.

Fisto
Pick a hole.

MAA sees ASPIS racing off in the distance..

Man at arms
The creature...

STRATOS cuts off MAA's dialog -- he swoops down from the sky -- urgently indicates a lava torrent heading down into the adjacent valley.

Stratos
(urgent) Lava running down into the valley...threatening a village...

HE-MAN - upon BATTLECAT, urgently poised to go to the rescue, addresses MAA.

He-man
(urgent, quick) I'll protect the village. The rest of you--

MAA nods and calls out.

Man at arms
Right. (calls) Masters, back to the palace!

HE-MAN races off aboard Battlecat, dramatically leaping over rock formations as he heads down into the valley.

Ext VALLEY and VILLAGE - soon

HE-MAN races down the walls leading down to the valley upon BattleCat...leaping from boulder to boulder and rock shelf to rock shelf...to try and outrun and keep above the lava....which torrents down towards the tiny village below. <<NOTE: The village is no more than a hamlet, made of several huts and simple tribe-like people. It's built upon a rock shelf that juts out from the cliff near the valley bottom. <<Think of it like the cantilevered deck of a house>>.

IN VILLAGE - A VILLAGER reacts alarmed at sight & sound of LAVA torrenting down. A WOMAN runs past in b.g

EDGE OF VILLAGE - HE-MAN races in upon BattleCat & leaps off.

HE-MAN - uses his mighty arms to rip the rock shelf the hamlet is on right out of the cliff wall. <LAVA POURING OS>

ANGLE - He-Man leaps to a slightly elevated rise, manages to hold the rock shelf & hamlet aloft..holding it out of harm's way...as lava runs down past and under it.

EXT. PALACE - soon

A WINDRAIDER takes off past camera...REVEALING an EVACUATION is going on at the Palace. There is a sense of panic as PEOPLE run past CAMERA.

ANGLE - PALACE DENIZENS hurry into waiting TRANSPORTS. <see Royal Transport in Ep. #25>>

CAMERA FINDS - RANDOR who helps up an OLD PERSON who has slipped, helping him hurry off towards an evacuation vehicle.

A TRANSPORT VEHICLE - MARLENA hurries a MOTHER & CHILD along to get them aboard a TRANSPORT that's starting to depart.

Marlena
Quickly! You must evacuate.

RANDOR hurries in & lifts MARLENA into the departing Transport.

Randor
And you must join them, Marlena.

ON MARLENA - as the vehicle with her aboard pulls out.

Marlena
(worried) Randor...

Randor
I will see you soon. Once this danger has been dealt with.

UPON THE RAMPARTS - MEKANEK's neck rises up. He scans back and forth and then sees something...

Mekanek
It's coming!

REVERSE - MEK VISOR POV - CLICKING CLOSER once, twice - IN DISTANCE - ASPIS is seen moving thru the forest closing in.

ANGLE ON PALACE PERIMETER - as Aspis thunders towards the Palace...CAMERA SHAKES.

WIDE - Masters dramatically rise up in vehicles: SKY SLEDS, BATTLEHAWKS, WINDRAIDERS...STRATOS & BUZZ OFF rise up on their own power -- all brandishing every bit of firepower they've got.

MAA rides out on a SPITBULL and tosses a blaster weapon to RANDOR!

RANDOR - catches it and instructs MAA.

Randor
On your signal, Duncan.

ASPIS draws nearer, all 3 heads ROARING ominously. GROUND SHAKES.

CLOSE ON MAA -

Man at arms
(with great resolve) Fire!

WIDE - QUICK SHOTS, CANTED ANGLES -- blasts come from various vehicles and MASTERS -- LASERS, CANNONS, BLASTERS....

ASPIS - gets riddled by the furious energy blasts, in a fiery display of FX and smoke.

SMOKE CLEARS A BIT - ASPIS is still, very quiet. Has he been defeated? Suddenly...ASPIS rears up and UNLEASHES/IRRADIATES a NUCLEAR-SIZED BLAST at the Masters (as if he'd absorbed all the energy and is releasing it back, kinda like the Evil-Lyn blast in the pilot, except bigger!)

VEHICLES and MASTERS -- they all get blasted in the "nuclear blast"....their vehicles sent hurtling in the blowback....

INSERT QUICK SHOTS - a few vehicles crashing and disintegrating. RANDOR hurled way OS. MAA and the SPITBULL sent hurtling.

ASPIS rears up and roars victoriously -- as it eyes the palace and moves towards it.

WIDE - Aspis coils around the Palace & starts to crush it!
<CRUNCH!>

PALACE OUTSKIRTS - HE-MAN races in upon Battlecat and sees this. <Aspis crushing the Palace> BattleCat ROARS and He-Man cries out.

He-mAN
(distress) No!

HE-MAN - races nearer, leaps off Battlecat. Nearby him are 2 downed WINDRAIDERS and a BATTLEHAWK...and some downed ETERNIAN GUARDS. ROBOTO lying nearby & out of commission.

HE-MAN hoists the BATTLEHAWK in his mighty arms & hurls it!

ASPIS - the hurled BattleHawk rockets in & EXPLODES against its skin. Aspis is not hurt, but reacts enraged, turns two of its heads. As it does, its third head unleashes a lava burst over the palace...partially dissolving/melting a big section of it!

HE-MAN - races in, challenges the creature -- whooshes his sword thru the air challengingly. WHOOSH! WHOOSH!

ASPIS - slowly, ominously...uncoils from the palace -- which is partially destroyed...and sets its sights on He-Man.

WIDE - HE-MAN stands ready, his sword raised.

ANIME STANDOFF - LOW LEVEL, SLOW PAN - waiting for action to start...tension builds.

ASPIS suddenly strikes, shooting one of its heads like a cobra...

HE-MAN deftly moves -- somersaults, leaps, whatever...to avoid the strike -- as Aspis's head SMASHES into the ground, and through it -- with the fury of a train bursting through a wall.

FOLLOW HE-MAN - as he leaps upwards...between two of Aspis's heads -- WHOMPS at one with his shield, while pivoting and WHOMPING the other with the flat of his sword! <NOTE: the 3rd head is still temporarily in the ground from its strike>

ASPIS'S 2 heads are a bit fazed by the blows, but the 3rd head pulls itself out of the ground ROARS in anger...arcs around & lets loose with a LAVA BLAST!

HE-MAN leaps clear just barely avoiding the lava (which incinerates whatever is near him) & lands face down on ground.

HE-MAN lifts his head to see: the huge tail of Aspis come swinging in like the world's hugest golf club -- He-Man a golf ball.

THE HUGE TAIL - whomps He-Man -- so he sails into the air...

He-man
<impact Arrrgggggg!!>

EXT. MOUNTAIN and RAVINE, VICINITY OF PALACE - cont.

HE-MAN sails in and crashes flat into the face of a mountain (or hill) so hard that the power gets knocked out of him (ala "Lessons") even as his sword falls...

He-man/adam
<impact GRUNT>/<pained GROAN>

INSERT - the Sword goes clattering down into a ravine.

ADAM - knocked out and swordless, slumps and slides down the hill face, winds up on a rock shelf...in an unmoving lump.

INT. Grayskull - same time

MATCHING - ADAM lying there motionless. PULL BACK TO REVEAL - SORCERESS seeing this in a magic window & REACTS distressed.

INT. ZODAK'S mountain retreat - same time

PUSH IN ON ZODAK - sitting motionless in his retreat. Meditating. Sorceress's voice is heard:

SorcerEss (V.O.)
Zodak...I know you are in deep
meditation, but there is a great
danger. Zodak...hear me...

ZODAK doesn't stir.

OTS ZODAK - As the SORCERESS suddenly appears apparition-like in front of him.

Sorceress
(loud urgent) Zodak!

EXT. PALACE - same time

ASPIS - thrashing his tail about, spewing lava & roaring...
PULL BACK - MEKANEK - stumbles out of some rubble...battered (neck all askew) & weakly raises his weapon. He's suddenly head-butted from OS...as WE WIDEN TO REVEAL it's RATTLOR...

ANGLE TO REVEAL - HISS and his SNAKE MEN have arrived at the

damaged Palace.

HISS watches with sinister glee as ASPIS thrashes and roars triumphantly.

MEKANEK - is roughly grabbed and chained up <in some cool snake-like chain> by KHAN and TUNG LASHOR. NEARBY, SSSQUEEZE drags ROBOTO from some rubble.

HISS - dramatically bellows.

ASPIS rears up and ROARS in agreement...then "crouches down" (like a horse who wants to be mounted).

WIDE- HISS leaps onto Aspis, who draws up...Hiss upon his back. Hiss calls down and instructs his Snake Men:

Hiss
Round up the defeated ones. Those I
choose not to eat will become my
slaves.

Hiss
The symbol of Eternian power has
been crushed and its defenders
defeated. But there is another place
where *true* power resides. Come
Aspis...

WIDE - ASPIS comes towards him in obedience.

Hiss
...onward, to Castle Grayskull,
where you shall devour the power of
the Elders...the very ones who
imprisoned you!

DRAMATIC - Aspis, with Hiss riding atop him -- starts towards Grayskull, as we...

End act one

Act two

Ext. mountain and ravine, Vicinity of palace - cont.

LOW ANGLE - ADAM lies motionless, unconscious. A pair of boots walk into frame. PAN UP TO DRAMATICALLY REVEAL: It's ZODAK.

Zodak

Adam.

ADAM stirs.

Adam
(woozy) Huh...

ZODAK - places the POWER SWORD into Adam's hand.

ZODAK
He-Man is needed.

ADAM - coming out of his woozy state, looks at sword, then
Zodak, goes from groggy to stunned realization.

ADAM
He-Man? You mean...you know?

ZODAK - very stoic, says nothing. <<Play this as a pretty
big moment -- the first "outsider" who knows Adam's secret.>>

ADAM nods -- knows that Zodak knows, but is not quite
comfortable about it -- gets up, starts to raise his sword,
then looks at Zodak:

Adam
Uh, could you at least turn your
back?

ZODAK doesn't move, doesn't even blink. ADAM frowns.

Adam
Fine.

ADAM raises his sword and calls on the power of Grayskull --
right in front of Zodak!

Adam/HE-MAN
By the power of Grayskull/I have the
power!

EXT. PALACE - same time

FAVOR RATTLOR - as he paces past chained up MASTERS. He
indicates group A: SYCLONE, MEKANEK, MAN E MONSTER, and
ROBOTO...then group B: RAM MAN, MAA, FISTO, TEELA, RANDOR.
BUZZ-OFF and STRATOS are also included group B, but are bound
separately -- their wings somehow disabled by chains and
bindings. All are chained <<in cool, snake-like
chains>>...wounded, battered. <<NOTE: all are disarmed -- no
blasters, battle mace, etc. *There are chains around each of
their arms, and there are also "group chains" around each of
the two groups' ankles. Therefore, they can't run away. But
as mentioned, Buzz Off and Stratos don't share even foot*

chains with the group they're in.>>

Rattlor
(re: group A, then group B) These
will be slaves...and these will be
lunch.

RATTLOR eyes Fisto with a smirk. <NOTE: all of group B --
the ones for eating, are the non-robotic or mechanical
Masters, save for Fisto -- who has the mecho-fist>

Rattlor
I'll have to eat around the fist --
too chewy.

RATTLOR joins TUNG LASHOR and SSSQUEEZE as they all share a
laugh over that.

RATTLOR/sssqueeze/tung lashor
<hissy laughter>

PAN TO KOBRA KHAN - frowns, as he's not being included in the
camaraderie. He then approaches the group that includes
RANDOR, FISTO, etc. -- as he sees RANDOR whispering to FISTO
and RAM MAN.

Khan
No talking, prisoners.

RANDOR feigns acquiescence.

RAndor
I was just telling them that if we
perhaps we dropped to our knees,
you might show us mercy.

KHAN smiles gloatingly.

Khan
Yes. Grovel before your new masters.

RANDOR nods at the others and the group drops to their knees.

FAVOR FISTO -- this allows him to get his fist within
striking range of the chain that wraps the legs of group B.
He smashes down and the chain shatters. <<NOTE: Buzz Off and
Stratos are not set free, as they're chained separately from
the rest of group B>>

THE SNAKE MEN react, but before they can charge in...

GROUP B - MAA, Fisto, Randor and Teela - now that their legs
are free -- they jump up and charge towards the Palace
entrance -- all except for RAM MAN who hangs back.

SNAKE MEN start to go after them... but RAM MAN goes charging into them -- ..stopping their pursuit - at least temporarily -- knocking them to the ground. <<Perhaps he charges into Rattlor who gets knocked back into the other 3 snake men>

INT. palace - cont.

TEELA, MAA, RANDOR & FISTO rush in, their hands still bound.

Teela
Now what? We have no weapons.

RANDOR indicates the HUGE CHEST containing the swords <<the ones he was gonna have Adam sharpen.>>

Randor
Ah, but we do.

RANDOR rushes over & slams his chains against the blade of a sword that rests against the chest...slicing the chains off. Then he quickly uses the sword to slice the chains off each Master.

RANDOR hurriedly opens the chest as the MASTERS - each take a sword. Suddenly, we hear a wall start to SMOKE & HISS -- an ACIDY SOUND. They all look OS...

ANGLE - the wall starts to crumble -- thanks to KOBRA KHAN'S VENOM...as it crumbles we see SNAKE MEN on the other side.

RANDOR - heroically raises his sword and leads the 3 MASTERS (Teela, MAA and Fisto) towards the breach.

Randor
Attack!

EXT. evergreen forest - same time

ZODAK & HE-MAN fly fast above the treetops on Zodak's flying throne -- except it's now been altered into a chair that can accommodate two passengers. (Perhaps the equivalent of a side-car on a motorcycle -- or maybe it's just a 2 seater, HE-MAN sitting behind Zodak -- like the car of a roller coaster.) HE-MAN looks concerned.

ZODAK nods -- then holds up his STAFF.

HE-MAN does as Zodak says. Touches his sword to Zodak's staff. Zodak's mystic markings flare, and with that...

ANGLE - Suddenly He-Man and Zodak are bathed in a glow and magically shoot/transport thru the sky like pure energy...<<kinda like in Star Trek when a ship goes into super warp speed and WHISHES away from CAMERA like a shot.>

INT. GRAYSKULL - cont.

A HUGE FLASH OF ENERGY - and HE-MAN and ZODAK reappear inside the Sorceress's chamber. He-Man is impressed.

He-man
Whoa. And I thought *BattleCat* moved quickly.

ON SORCERESS - as she glides down towards CAMERA to land beside them.

Sorceress
Defeating Cerpos will be the greatest challenge you've ever faced, He-Man. In ancient times he devastated entire populations...

SORCERESS indicates a MAGIC WINDOW...and WE PUSH IN:

EXT. CITY OF ZALESIA, ancient times - FLASHBACK

Aspis stomps thru and spews lava...his tail and the lava reducing the great city to ruins. In f.g. ZALESIANS (kinda like ancient Romans or Greeks) run in terror.

EXT. DARK HEMISPHERE, ancient times- flashback

<<NOTE: this is near where Snake Mt. is located in present time.> ASPIS is like a huge ROARING guard dog -- "guarding" the entrance to (ADJUST ANGLE) A RAVINE OR VALLEY - ANCIENT ETERNIANS enslaved, surrounded on 3 sides by cliffs, ASPIS guarding the only outlet. RATTLO and TUNG LASHOR are atop the cliffs -- acting like prison guards to the slaves below.>

ANGLE - KING HISS sits upon a rise, finishing dining on an ANCIENT ETERNIAN. SSSQUEEZE holds another Eternian in his long arms...bringing him to King Hiss.

ASPIS - reacts to a glow from OS. He looks up and roars.

REVEAL - THE ELDERS -- in human form, upon a mountain rise...they hold out their hands and energy shoots out.

ASPIS - bathed in an unearthly glow, ROARS in confused anger.

Sorceress (V.O.)
It was only the power of the Elders that was able to finally contain him.

ON ASPIS - the glow TRANSFORMS him, as he writhes and struggles until we see him start to harden....and coil around a mountain -- until he takes on the form of a 3 headed Snake

Mountain.<<I assume he wraps around an existing mountain -- & Asp is not the mountain itself, but rather its outside.>>>

SORCERESS (VO)
Imprisoning him in stone...

INT. Grayskull - present time

BACK ON SCENE - HE-MAN is stunned.

He-MAN
Snake Mountain.

Sorceress
(nods) As it came to be known, after
King Hiss took residence and turned
the shell of Cerpos into an
impregnable fortress.

ZODAK - stands by stoically.

SORCERESS - looking intent:

SorcerESS
It is only you, He-Man, the
recipient of the Elder's power, the
power of King Grayskull himself, who
can defeat the beast.

HE-MAN nods - smiling tightly, but with determination.

ZODAK gazing out. (not forgetting his ancient vendetta)

Zodak
While you deal with Cerpos, I will
handle King Hiss.

EXT. TERRAIN LEADING TO GRAYSKULL - soon

ASPIS - rampages/undulates across the terrain, with Hiss
riding atop him -- drawing nearer to Castle Grayskull, which
is maybe a mile away.

ASPIS - comes right at CAMERA...ROARING....GROUND SHAKES.

REVERSE ANGLE - CAMERA RACES AT GRAYSKULL - as we see He-Man
dramatically standing atop the Castle, alone.

ASPIS - as he continues to draw nearer -- a FLYING WEAPON
whooshes in and...Hiss is knocked off of the creature.

HISS - hits the ground, dazed.

ASPIS - continues on his way, oblivious, intent on his goal.

HISS - on the ground -- looks up...to see..ZODAK heading stoically towards him.

HISS gets up. Gleeful, sinister.

Hiss
<sinister hiss> Zodak...What a nice surprise.

ZODAK and HISS slowly circle each other.

EXT. Grayskull - same time

HE-MAN stands atop Grayskull, ready for action...CAMERA SHAKES from encroaching Aspis...as he receives Sorceress VO:

DRAMATIC - ASPIS ominously draws nearer.

EXT. TERRAIN LEADING TO GRAYSKULL - SAME TIME

ZODAK spins thru the air, swinging his weapon...

ON HISS - at the last second, Hiss lifts his scepter and a blast fires out-- sending Zodak flying backwards...

ZODAK gets hurled towards a tall rock formation, hits it with his feet & somersaults into an upright standing position. He looks...

REVERSE ANGLE - ...but Hiss is no longer there. There is a crevice in the rocky ground. He hears Hiss's OS voice.

Hiss (OS)
After I devoured your brother,
Zodak, I swore that you would be
next.

WIDEN - HISS - appears on the tall rock behind Zodak, who spins to see him...

Hiss
How I hate a meal unfinished.

...just as Hiss leaps down swinging his weapon.

ZODAK - swings his weapon and they exchange blows...

HISS - lands, twirls his scepter, ready for more action.

ZODAK - too spins his weapon.
Sorceress (vo)
I shall draw on what power I can to
form a forcefield. It will stun the
creature for a brief instant and

provide you one opportunity to
defeat it.

HE-MAN nods.

He-man
(dramatic resolve) I understand.

Zodak
You speak pompous words. Yet you
haven't the courage to back them up
with actions.

ZODAK suddenly throws his staff away, walks slowly towards
Hiss.

HISS glowers -- takes the bait. He throws away his scepter,
moves forward....

Hiss
Don't I?

ANGLE - HISS is within a few feet of Zodak, when he suddenly
bursts into multi-headed form. <<HISSING OMINOUS LAUGHTER>>>

ZODAK just stands there, still & stoic...as Hiss's 4 outside
heads loom around him, opening their maws...ready to eat him.
<BIG HUNGRY HISSES>>

ANGLE - <BIG HUNGRY HISSES> from all the heads as they
ferociously make a move to converge on Zodak...

ZODAK - MYSTIC MARKINGS FLARE & he holds up his hands energy
seems to radiate out. The heads -- inches away from his head,
suddenly seem hypnotized or taken over by Zodak's power...
Zodak's mystic energy causing them to turn towards Hiss's
main head.

HISS'S main head, tries to recoil -- as the 4 heads set their
sights on him -- their maws open wide.. Hungry.

Hiss
Nooooooooo...

HISS POV - the 4 heads -- mouths wide -- CHOMP at CAMERA...

ANGLE - the 4 heads devour Hiss's middle head. <<NOTE: Any
way this can be staged or designed for the right amount of
gruesomeness>>>

HISS'S - other heads scream and seem to droop.

King HISS (4 multi heads in unison)
(in unison) What have we done?

ZODAK - spins and WHOMPS Hiss in the gut. Hiss flies back.

HISS - main-headless on the ground, looks up at Zodak -- his 4 heads smile evilly, if weak.

Hiss (multi heads in unison)
(weak) You think you have won? I
shall be restored by Cerpos once he
devours the power of the Elders!

HISS looks out, triumphantly -- towards Grayskull. ZODAK looks as well.

EXT. CASTLE GRAYSKULL - cont.

HE-MAN stands atop Grayskull -- ready to take on Aspis -- sword at the ready.

CAMERA PIVOTS - ASPIS approaches and roars up, then leaps across the abyss at the Castle...

A HUGE FORCEFIELD - suddenly flares and zaps him. <stunned ROAR> so that Aspis reels back - a bit stunned, as he lands on the far side of the abyss. <CAMERA SHAKE>

HE-MAN - leaps off the roof of Grayskull and across the abyss...and onto the creature --

CLOSER - HE-MAN starts pummeling one of Aspis's heads.

ASPIS - rears up, hurling He-Man off of him like a gnat.

HE-MAN lands hard on the ground -- slightly dazed. Sorceress VO calls out.

Sorceress (VO)
Quickly He-Man -- its nearly
regained its full strength.

HE-MAN gathers himself, gets up....

ASPIS - rears up mightily...

HE-MAN - flexes his mighty legs and hurls himself at the creature -- with everything he's got.

FAVOR ASPIS - as He-Man delivers a devastating blow to its mid-section. The monster flies back...

ANGLE - ASPIS flies backwards and hits a mountain...<CAMERA SHAKES> rubble & boulders falling down on it, so it's dazed.

HE-MAN leaps in. Spinning like a fast mid-air pirouette, or a spinning top uses his SHIELD to deliver a succession of 3

knock-out punches, one to each of the 3 heads of the monster!

ASPIS - raises one of its heads weakly - lets out a weak ROAR -- then it droops.

HE-MAN lands on the ground, eyeing the creature. He hears FX from OS as a GLOW seems to radiate from OS. He turns to look.

DRAMATIC - ON GRAYSKULL - the ELDERS rise up out of Castle Grayskull... ghost-like and luminous.

WIDE ON ASPIS - as He-Man watches in awe, the Elders' luminous forms encircle the creature. They put their hands up and shoot out mystic energy...

ASPIS - is struck by the mystic energy....and turns apparitional...then gets zapped thru the skies...THWOOSH!

EXT. SNAKE MOUNTAIN - cont.

THWOOSH! ASPIS'S luminous form reappears...coils around the pile of boulders that remain of Snake Mountain and becomes rock hard again -- even as the 3 headed mountain reverts to single head. Snake Mountain's back the way it was.

EXT. PALACE - SOON

THE CHAINED MASTERS watch, as they see...

MAA, RANDOR, TEELA and FISTO are using swords -- trying to fight off the Snake Men.

FISTO - is charged by 3 GENERIC SNAKE MEN -- he WHOMPS one with his huge fist, manages to side-step a second, but gets WHOMPED by the tail of a third one.

TUNG LASHOR - evades a sword swipe by TEELA, then whips out his tongue --

TEELA - the tongue wraps around her leg & tugs her...so she loses her sword as she hits the ground & is pulled towards Tung Lashor.

MAA - battling SSSQUEEZE, looks over worriedly -- taking his eye off SSSQUEEZE -- as he tosses his sword to Teela....

HE-MAN

I have the Power!

Man at arms

Teela!

TEELA - being dragged, catches the sword and uses it to slice

Tung Lashor's tongue off...

TUNG - reels back in pain.

SSSQUEEZE comes at MAA -- who just manages to duck the Snake Man's long arms.

RANDOR - is battling against RATTOR -- who leaps thru the air, then shoots out his neck and snapping jaw....

RANDOR just manages to miss being chomped, as he WHOMPS at Rattlor with his sword -- knocking him aside. Suddenly we hear:

Kobra khan (OS)
Enough!

ON KOBRA KHAN - poised by the imprisoned Masters --..his neck flares. His mouth starts to dribble acidic venom.

KOBRA khan
Drop those swords...or they get melted.

RANDOR - pauses -- considers the lives of the others.

FAVOR STRATOS - along with other chained Masters.

Stratos
No.

INCLUDE MEKANEK, RAM MAN, SYCLONE and other captured Masters who heroically beseech Randor not to give in.

Mekane/man E monster/syclone
<ad-lib heroic: Don't do it

RANDOR looks like he has to make a decision, when...

RATTOR sees something in flying in from OS.

Rattlor
No.

ANGLE - Zodak's throne comes flying in. Zodak is in front, He-Man in the back, holding the headless Hiss by the scruff of his headless neck.

SNAKE MEN see their weakened, defeated King.

Tung lashor
My king...

SNAKE MEN - exchange a confused look.

HISS - in his main-headless state calls out with his weak 4 heads.

ZODAK - his magic markings flare and he shoots out a magic blast with his staff at the chained up Masters.

MASTERS - the chains are dramatically and magically melted away in quick succession...very cool visual.

RATTLOR - looks at the freed Masters, the captive Hiss. His TAIL RATTLES nervously & he starts to back up as he calls:

Rattlor
Retreat!

ON A CREVICE IN THE GROUND - in a flash, the Snake Men dive into the crevice in the ground and are gone.

ZODAK lands. HE-MAN climbs off with HISS in his grip. HISS is weakened & his 4 remaining heads glaring defiantly.

ANGLE - MAA, TEELA & FISTO come over -- Fisto commenting on the headless Hiss.

Fisto
So the head snake lost his head.
Nice. <<ALT. And people are always
accusing *me* of losing my head.>

Man AT ArMS
(to He-Man) What about Cerpos?

He-MAN
Defeated.

Teela
Thank goodness. Snake Mountain is
dangerous enough when it's *not*
alive.

RANDOR enters.

RANDOR
The entire kingdom thanks you, He-
Man.

He-MAN
You should thank Zodak.

They turn to Zodak, but he's already zipping off on his flying throne.

HIGH ANGLE - ZODAK flies past CAMERA -- allows himself a stoic smile, as we...

Fade OUT.

FADE IN:

Moral tag

Ext. MOUNTAIN AREA - day

HE-MAN is heading towards the base of a tall mountain. ORKO is following, hovering beside him, looking up OS in awe.

He-man
That's right, Orko. I have to climb
to the top to get something for the
Sorceress.

ORKO looks up at the peak, in awe. It's way high.

ORKO
But it's so high...it seems
impossible.

HE-MAN stops at the base of the mountain & puts one foot on it.

He-man
Climbing a mountain is like
undertaking any big job. It's not so
difficult once you know the secret.

ORKO - leans in, conspiratorially.

ORKO
Ok What's that, He-Man?

HE-MAN smiles and starts to climb the mountain.

HE-MAN
Just take it one step at a time.
(smiles at camera) Until next
time...

FADE OUT.